

## **EXHIBIT 2**

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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

FAIRMOUNT HEAVY TRANSPORT N.V.,

Plaintiff,

- against -

OCEANOGRAFIA S.A. DE C.V.

a/k/a OCEANOGRAFIA,

Defendant.

06 CV 15491 (TPG)  
ECF CASE

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
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DATE FILED: 3/21/07

**STIPULATION AND TURN OVER ORDER  
IN RESPECT OF ATTACHED PROPERTY**

IT IS HEREBY STIPULATED AND AGREED between the parties, by their undersigned attorneys, as follows:

WHEREAS the plaintiff, FAIRMOUNT HEAVY TRANSPORT N.V., ("Fairmount"), and the defendant OCEANOGRAFIA S.A. DE C.V. ("OSA"), have agreed to settle their dispute concerning a charter party concluded on or about 15 September 2005, which dispute was the subject of the instant litigation that Fairmount filed against OSA on or about December 27, 2006, as well as a London arbitration that Fairmount commenced against OSA on or about 7 November 2005; and

WHEREAS Fairmount and OSA have entered into a settlement agreement that provides that OSA shall pay to Fairmount the sum of \$950,000.00 United States Dollars; and

WHEREAS pursuant to Supplemental Admiralty Rule B of the Federal Rules of Civil Procedure, on or about January 5, 2007 Fairmount obtained from the Court an Amended Ex Parte Order of Maritime Attachment together with an Amended Process of Maritime Attachment and Garnishment that authorized the attachment of OSA's property within the Southern District of New York in an amount up to \$3,604,999.50; and

WHEREAS on or about January 8, 2007 garnishee The Bank of New York, acting pursuant to the Amended Ex Parte Order of Maritime Attachment and the Amended Process of Maritime Attachment and Garnishment, restrained and attached OSA's property, i.e. two electronic funds transfers that named OSA as either the originator or beneficiary, in the total amount of \$3,604,999.50; and

WHEREAS Fairmount and OSA have agreed that OSA should fund the \$950,000.00 settlement to Fairmount from a portion of the \$3,604,999.50 that is currently under attachment at The Bank of New York; and

WHEREAS Fairmount and OSA have agreed that \$950,000.00 of OSA's attached funds should be wired via electronic funds transfer by The Bank of New York to Fairmount's London solicitors, Ince & Co., to the following bank account:

Royal Bank of Scotland plc  
5-10 Great Tower Street  
London EC3P 3EX, United Kingdom  
Account No: INCE-USDC  
IBAN: GB48 RBOS 1663 0000 1057 60

; and

WHEREAS Fairmount and OSA have agreed that *immediately after* Fairmount has received confirmation from Royal Bank of Scotland that the \$950,000.00 settlement payment has been received into the Ince & Co. account, Fairmount shall then instruct garnishee The Bank of New York in writing to release the remainder of the attached funds, i.e., \$2,654,999.50 less bank fees if any, to OSA; and

WHEREAS Fairmount and OSA have agreed that this Court shall retain jurisdiction to enforce this Stipulation and Order, and to issue any supplemental orders that garnishee The Bank of

New York may require to effect the foregoing electronic funds transfers; and

WHEREAS Fairmount and OSA have agreed that after the settlement in favor of Fairmount has been fully funded by OSA, the parties shall file a stipulation of dismissal of the above-captioned action;

IT IS HEREBY ORDERED that garnishee The Bank of New York shall effect an electronic funds transfer in favor of Fairmount in the amount of \$950,000.00, which amount shall be deducted from the OSA property that The Bank of New York currently holds under attachment, and that The Bank of New York shall pay this amount to the following account:

Royal Bank of Scotland plc  
5-10 Great Tower Street  
London EC3P 3HX, United Kingdom  
Account No: INCE-USDC  
IBAN: GB48 RBOS 1663 0000 1057 60

and that any bank fees associated with the transferring of the settlement funds to the Ince & Co. account shall not be deducted from the transferred funds; and

IT IS FURTHER HEREBY ORDERED that *immediately after* Fairmount has received confirmation from Royal Bank of Scotland that the \$950,000.00 settlement payment has been received into the Ince & Co. account, Fairmount shall then instruct garnishee The Bank of New York in writing to release the remainder of the attached funds, *i.e.*, \$2,654,999.50 less bank fees if any, to OSA; and

IT IS FURTHER HEREBY ORDERED that the \$950,000.00 settlement payment from OSA to Fairmount shall not be subject to any attachment in New York after those funds are released by The Bank of New York en route to the Ince & Co. account in London, England; and

IT IS FURTHER HEREBY ORDERED that the subsequent electronic funds transfer to OSA of the remainder of its attached funds not used to fund the settlement, i.e., \$2,654,999.50 less bank fees if any, to OSA shall not be subject to any attachment in New York after those funds are released by The Bank of New York en route to the account designated by OSA; and

IT IS FURTHER ORDERED that once Fairmount has received its settlement funds Fairmount and OSA shall file a stipulation of dismissal of the instant action.

The Plaintiff,  
FAIRMOUNT HEAVY TRANSPORT N.V.,

By: Charles E. Murphy 3/15/07  
Charles E. Murphy (CM 2125)  
TISDALE & LENNON, LLC  
11 West 42nd Street, Suite 900  
New York, NY 10036  
(212) 354-0025 - phone  
(212) 869-0067 - fax  
[cmurphy@tisdale-lennon.com](mailto:cmurphy@tisdale-lennon.com)

The Defendant,  
OCEANOGRAPHIA S.A. DE C.V.,

By: Alfred J. Ruffy III  
Alfred J. Ruffy III  
HARRIS & RUFFY, L.L.C.  
650 Poydras Street, Suite 2710  
New Orleans, Louisiana 70130  
(504) 525-7500 - phone  
(504) 525-7222 - fax  
[ajr@harrisruffy.com](mailto:ajr@harrisruffy.com)

SO ORDERED:

Thomas P. Griesa 3/21/07  
Honorable Thomas P. Griesa, U.S.D.J.